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November 19, 2012

VIA CM/ECF

Honorable Richard D. Bennett
United States District Court
District of Maryland
101 West Lombard St., Chambers 5D
Garmatz Federal Courthouse
Baltimore, Maryland 21201

RE: *In re Titanium Dioxide Antitrust Litig.*,
Master Docket No. 10-CV-00318 (RDB)

Dear Judge Bennett:

Plaintiffs submit this letter in connection with the telephonic case management conference in the above-referenced matter set for Monday, November 26, 2012, at 4:30 p.m., eastern time.

Case Status:

1. Denial of Petition for Appeal of Class Certification Order

The Court issued its Order certifying the Class on August 28, 2012. Defendants petitioned the Fourth Circuit Court of Appeals for permission to appeal that Order pursuant to Federal Rule 23(f) on September 11, 2012. The Fourth Circuit denied Defendants' petition on November 14, 2012.

2. Document Production

DuPont made a document production on November 9, 2012. It is Plaintiffs' understanding that all parties have completed their document productions. If this is not true, we would like Defendants to advise us of any documents that they anticipate producing.

A third party continues to produce documents pursuant to an agreement entered into before September 1, 2012, that they may do so.

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3. Interrogatories, Requests for Admission, and Document Requests

The parties served interrogatories, requests for admission, and document requests on each other in July, 2012. Plaintiffs also served Requests for Admission and Rule 30(b)(6) Notices concerning document admissibility on Defendants, and anticipate that any document admissibility issues will be resolved closer to trial. The parties served their responses to these requests in the last week of August and first week of October, 2012.

Pursuant to an agreement, on November 2, 2012, the parties supplemented some of their responses to discovery requests served prior to July 2012. At the request of Defendants, Plaintiffs served supplemental responses to particular interrogatories on November 15, 2012.

Given the ongoing analysis of the voluminous record, Plaintiffs anticipate further supplementation of certain discovery responses prior to the end of January, 2013.

4. Depositions:

It is plaintiffs' understanding that the parties have completed all merits fact witness depositions in this case with the exception of Plaintiffs' deposition of a former Huntsman Tioxide President, Doug Coombs. The deposition of Mr. Coombs will be taken on Tuesday, November 27, 2012, in Vancouver, British Columbia. The parties agreed to limit Mr. Coombs's deposition to three (3) hours in light of Mr. Coombs's health.

In addition, pursuant to an agreement reached prior to September 1, 2011, Plaintiffs and Huntsman's counsel continue to confer regarding declarations to be provided by Huntsman Tioxide employee Steve Tate and Huntsman Corporation employee John Heskett. The declarations are to be provided concerning certain topics in lieu of their depositions.

5. Expert Discovery:

In accord with the operative scheduling order, Plaintiffs' Rule 26(a)(2) expert disclosures and reports were served on October 1, 2012. Plaintiffs' experts Dr. Kimberly Ann Gray, Dr. Bruce W. Hamilton, and Dr. Russell L. Lamb have been deposed by the Defendants prior to November 15, 2012, in accord with the schedule. Defendants are to serve their expert disclosures on December 7, 2012.

6. Defendants' Motion To Amend Class Definition And Class Notice:

Pursuant to the Court's Order of October 25, 2012, Dkt. No. 350, Defendants' served their Motion To Amend Class Definition on November 2, 2012, and Plaintiffs' served their opposition to that Motion on November 13, 2012. Defendants' reply is due today, November 19, 2012. The Court's October 24, 2012 Order stated that the Court will endeavor to rule on Defendants' Motion by Monday, November 26.

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Plaintiffs have conferred with Defendants about the form of a Class Notice. In light of the pending Motion to Amend, Plaintiffs believe that the parties should meet and confer again on the form of Class Notice after the Court rules on the Class Definition. In the event the parties are unable to agree on the language of the Class Notice, Plaintiffs believe that each side should file forms of Class Notice (a "long form notice" for mailing to each class member, and a "short form notice" for publication in a newspaper and/or magazine) on Monday, December 3, 2012, simultaneously with one (1) supporting Memorandum of Points and Authorities of no more than fifteen (15) pages. As Rule 23(c)(2)(B) requires, Plaintiffs would like the "best notice that is practicable under the circumstances" to issue as soon as possible, in light of the advanced stage of this proceeding and particularly the September 9, 2013 trial date.

Matters Requiring Court Resolution:

As indicated by this Court's Order of October 25, 2012, Dkt. No. 350, and as discussed above, Plaintiffs will be prepared to discuss a schedule for submitting proposed forms of Class Notice and a plan for their dissemination on the conference call on November 26, 2012, at 4:30 p.m. eastern time.

Respectfully,

/s/ Robert B. Levin

cc: All counsel of record (by email).

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